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20 Specially Appearing for Defendant
 21 CHARMING SHOPPES OF DELAWARE, INC.

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23 UNITED STATES DISTRICT COURT
 24 NORTHERN DISTRICT OF CALIFORNIA

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26 SHAMEIKA MOODY, as an individual
 27 and on behalf of others similarly situated,

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Plaintiff,

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vs.

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CHARMING SHOPPES OF
 31 DELAWARE, INC., a corporation, and
 32 DOES 1 through 20, inclusive,

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Defendant.

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35 Case No. C 07-06073 BZ

36 **DECLARATION OF JOHN J. SULLIVAN
 37 IN SUPPORT OF DEFENDANT
 38 CHARMING SHOPPES OF DELAWARE,
 39 INC.'S MOTION TO DISMISS FOR LACK
 40 OF PERSONAL JURISDICTION**

41 Date: January 16, 2008

42 Time: 10:00 a.m.

43 [SPECIAL APPEARANCE ONLY]

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1 I, John J. Sullivan, declare as follows.

2 1. I am over eighteen years of age. I am the Controller of Defendant Charming
 3 Shoppes of Delaware, Inc. I have personal knowledge of the following and am competent to
 4 testify thereto. Except as otherwise stated below, the following accurately describes the facts as
 5 they have existed since at least January 1, 2002.

6 2. Charming Shoppes, Inc. ("CSI") is incorporated and headquartered in
 7 Pennsylvania. CSI is publicly traded. It is a holding company that does not engage in any
 8 business operations itself. As is common for large, publicly-traded corporations, all business
 9 operations conducted within the Charming Shoppes group of companies are conducted and
 10 managed by direct or indirect subsidiaries of CSI.

11 3. Defendant Charming Shoppes of Delaware, Inc. ("Defendant" or "CSDP") is
 12 incorporated and headquartered in Pennsylvania. It is a wholly-owned subsidiary of CSI.
 13 Defendant provides certain shared services (such as payroll services and legal consultation) to
 14 various operating subsidiaries of CSI, including Lane Bryant, Inc. ("Lane Bryant"), which owns
 15 and operates the Lane Bryant stores, and other subsidiaries that operate the Catherine's and
 16 Fashion Bug retail stores.

17 4. All appropriate corporate formalities (secretary of state filings and regular board
 18 meetings) have been complied with to maintain CSI as a valid corporation with an existence
 19 separate from that of CSI's subsidiaries. Likewise, all appropriate corporate formalities
 20 (secretary of state filings and regular board meetings) have been complied with to maintain
 21 Defendant as a valid corporation with an existence separate from that of CSI and separate from
 22 that of CSI's other subsidiaries (including Lane Bryant).

23 5. Defendant has no office, mailing address, telephone listing, hard assets, or bank
 24 accounts in the California. Defendant does not engage in any business activities in California
 25 apart from providing certain shared services to other subsidiaries of CSI. Defendant does not
 26 solicit California residents; manufacture, purchase or sell goods in California; or advertise goods
 27 or services in California. Defendant does not pay taxes in California, with the exception of the
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1 payment of California payroll taxes incident to Defendant acting as a common paymaster for
2 other subsidiaries of CSI.

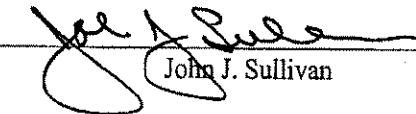
3 6. Defendant does not exert management control over the operations of other
4 subsidiaries of CSI, including but not limited to Lane Bryant.

5 7. CSI and Defendant do not manage or direct the work of any employees who report
6 to or are resident in California, including, without limitation, the employees who work in the
7 Lane Bryant stores.

8 8. At all times, all Lane Bryant stores in California have been owned and operated,
9 and their employees have been directed and managed, by Lane Bryant, Inc., not by CSI or
10 Defendant.

11 I declare under penalty of perjury under the laws of the United States that the foregoing is
12 true and correct.

13 Executed on December 6, 2007, at Pennsylania, Pennsylvania.

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16 John J. Sullivan
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